

EXHIBIT 8

In the Matter Of:

Hammons vs University of Maryland Medical System

20-cv-02088-DKC

WILLIAM C. GRESKOVICH

May 20, 2022

30(b)(6)



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WILLIAM C. GRESKOVICH 30(b)(6)
Hammons vs University of Maryland Medical System

May 20, 2022

1

1 IN THE UNITED STATES DISTRICT COURT
2 FOR THE DISTRICT OF MARYLAND

3 JESSE HAMMONS :

4 Plaintiff, :

5 v. :

Case No:

6 : 20-cv-02088-DKC

7 UNIVERSITY OF MARYLAND :

MEDICAL SYSTEM :

8 CORPORATION; UMSJ HEALTH :

SYSTEM, LLC; and :

9 UNIVERSITY OF MARYLAND :

ST. JOSEPH MEDICAL :

10 CENTER, LLC, :

11 Defendants. :

12
13 VIDEOTAPED REMOTE DEPOSITION OF
14 WILLIAM C. GRESKOVICH
30(b)(6)

15
16 Friday, May 20, 2022
1:08 p.m., EST

17
18 Reisterstown, Maryland

19
20 Megan Sczygelski, Videographer
21 Terry L. Bradley, Court Reporter
22

APPEARANCES OF COUNSEL

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1 MR. WERNER: Object to the form.

2 THE WITNESS: Again, can you be more
3 clear in what sense --

4 Are we talking about the Catholic
5 Initiative?

6 BY MR. HERMANN:

7 Q. I'm talking just general
8 organizational structure. Is St. Joseph a
9 subsidiary of UMMS?

10 A. Yes. St. Joe's is a subsidiary of
11 UMMS. Correct.

12 Q. I'm going to now go to PDF Page 84,
13 Section 12.16, which is entitled Governance.

14 Do you see that on my screen?

15 A. I do.

16 Q. And do you see here that UMMS has
17 the right to directly appoint two voting
18 members of the UMSJ Board?

19 A. I do.

20 Q. Are you aware that UMMS currently
21 exercises its right?

22 MR. WERNER: Object to the form.

1 THE WITNESS: I --

2 I would imagine we do. I couldn't
3 confirm that we've got two members on it right
4 now.

5 BY MR. HERMANN:

6 Q. And to your understanding does
7 UMMS's appointment power extend to both the
8 Board of UMSJ and St. Joseph?

9 A. Um, I don't know that answer to that
10 question.

11 Q. Prior to preparing for this
12 deposition were you aware that UMMS had the
13 power to appoint members to the Board of either
14 UMSJ or St. Joseph?

15 A. I would have assumed there were, but
16 I did not honestly ever think about it.

17 Q. And just maybe for clarity, why
18 don't I go to Section --

19 Excuse me.

20 -- Subsection C, 12.16 Subsection C.
21 And we see here that UMMS and UMSJ shall ensure
22 that the members of the UMSJ Board constitute

1 the members of the Board of Directors of
2 UMSJMC-- which I'll represent is St. Joseph.

3 A. I see that.

4 Q. Based on reading this it's your
5 understanding that the Board of UMSJ and the
6 Board of St. Joseph are the same?

7 MR. WERNER: Object to the form.

8 THE WITNESS: Yeah. I wouldn't be a
9 good --

10 I mean, I'm not a lawyer.

11 BY MR. HERMANN:

12 Q. And you're not aware whether UMMS
13 has in fact appointed any member to the St.
14 Joseph Board?

15 A. I don't have actual knowledge of
16 that appointment is what I'm saying.

17 Q. Do you have any other kind of
18 knowledge?

19 A. Well, if I go to the Board of
20 Directors there's one of the Board is a member
21 of UMMS, and I assume she was appointed.

22 Q. And who is that?

1 deposition?

2 A. I--

3 What I would say is that as a Board
4 member you would have participation in all
5 issues facing the organization. And as St.
6 Joe's, it appears mission integration is one of
7 those issues that could come up.

8 Q. St. Joseph doesn't have
9 shareholders. Is that right?

10 A. Correct.

11 Q. To your understanding who owns St.
12 Joseph?

13 A. UMMS.

14 Q. And to your understanding who
15 appoints the St. Joseph Board members?

16 A. I would --

17 Actually, I couldn't answer that
18 with --

19 -- clearly. So I did not look over
20 that. Who actually appoints them.

21 Q. You didn't prepare for that topic
22 before this deposition?

1 MR. WERNER: Objection.

2 THE WITNESS: Correct.

3 BY MR. HERMANN:

4 Q. Do you have any knowledge of a
5 nomination process for selecting the Board
6 members?

7 A. No.

8 Q. Did you ever have knowledge of a
9 nomination process for selecting St. Joseph's
10 Board members?

11 A. No. I have general knowledge of
12 healthcare nomination process, but I have not
13 looked at St. Joe's or any of our other ten
14 hospitals' process for it.

15 Q. I'm going to go to 12 point --
16 Strike that.

17 I'm going back to 12.16.

18 Do you see that on my screen?

19 A. I do.

20 Q. And 12.16, Subsection 5, Romanette 5
21 speaks of a nomination process. Do you see
22 that?

1 Do you have knowledge of a
2 nomination process that may be set forth in the
3 organizational documents of St. Joseph?

4 A. No.

5 Q. And you have no knowledge of UMMS's
6 role in appointing the Board members of St.
7 Joseph pursuant to a nomination process. Is
8 that correct?

9 A. Correct.

10 MR. WERNER: Objection form.

11 BY MR. HERMANN:

12 Q. Do you have any knowledge of whether
13 UMSJ has Articles of Incorporation?

14 A. No.

15 Q. Do you have any knowledge of whether
16 it has an operating agreement?

17 MR. WERNER: Object to the form.

18 THE WITNESS: No.

19 BY MR. HERMANN:

20 Q. I'm now going to go to PDF Page 132.
21 This is Exhibit F of this same asset purchase
22 agreement. And you see at the top of the

1 screen Exhibit F, UMMS's reserved powers.

2 A. I see that.

3 Q. And it shows a list of decisions by
4 the joint UMSJ/St. Joseph Board that must be
5 approved by UMMS. Is that right?

6 MR. WERNER: Object to the form.

7 THE WITNESS: It--

8 Again, it appears --

9 I'm reading it.

10 Yes, it--

11 I'm not able to judge a legal
12 document on that basis, but it looks like it
13 outlines some approvals.

14 BY MR. HERMANN:

15 Q. Have you reviewed Exhibit F before
16 this deposition?

17 A. No.

18 Q. In your review of the asset purchase
19 agreement in your preparation for this
20 deposition did you review Exhibit F?

21 A. No.

22 Q. Had you ever seen Exhibit F before

1 you prepared for this deposition?

2 A. No.

3 Q. Are you at all familiar with UMMS's
4 reserved powers with respect to St. Joseph?

5 A. No.

6 I said "no" to that one.

7 Q. Thank you. Are you aware that UMMS
8 has to approve any amendments to UMSJ or St.
9 Joseph's Articles of Incorporation?

10 Or excuse me.

11 -- Articles of Organization?

12 A. No.

13 Q. Do you see Subsection F here?

14 A. I do.

15 Q. And do you see that Subsection F
16 refers to UMMS's systemwide strategic plans and
17 annual strategic initiatives?

18 A. Yes.

19 Q. What are UMMS's systemwide strategic
20 plans?

21 MR. WERNER: Object to the form.

22 THE WITNESS: That's again, we have

1 CEO's go back to their local sites and
2 implement ideas with their leadership team that
3 could lead them towards the goal of being a
4 high reliable organization.

5 Q. And as far as the adoption of
6 strategic plans, is it your understanding that
7 that is a formalized process in the UMMS
8 hospitals?

9 A. Um, it's my understanding that all
10 hospitals adopt their strategic plan. Yes.

11 Q. In a formal document?

12 A. It's been my experience that it's in
13 a document. Yes.

14 Q. Does UMMS sign --

15 Or a UMMS representative sign those
16 documents?

17 A. Not to my knowledge.

18 Q. Does UMMS have to approve those
19 documents?

20 A. Not to my knowledge.

21 Q. Does St. Joseph, to your knowledge,
22 have any strategic plans separate from the

1 strategic plans of UMSJ?

2 A. Again, not --

3 I don't know of the plan that they
4 do. I know they operate under a strategic plan
5 that -- -

6 You know, we've got 11 hospitals. I
7 don't read all the plans.

8 Q. Scroll down just a little bit.

9 Do you know if UMMS has ever
10 approved any material additions, expansions,
11 revisions or deletions of the healthcare
12 service -- I'm at Subsection J -- at St.
13 Joseph?

14 A. Um, I don't know of any. I don't
15 know of any action around this. I guess it's--

16 I don't know what section we're in,
17 but no, I don't know of any that they've acted
18 on.

19 Q. Is it possible that UMMS has acted
20 and you're just not aware?

21 A. I couldn't speak to that.

22 Q. Are you aware of any of these

1 powers in this section in your preparation for
2 this deposition?

3 MR. WERNER: Object to the form.

4 THE WITNESS: And I did read them.

5 BY MR. HERMANN:

6 Q. Did you review whether any of them
7 had ever been exercised by UMS?

8 A. So, I did not research whether they
9 have ever been acted on.

10 Q. And so you have no knowledge whether
11 any of these reserved powers have been acted on
12 or not by UMMS?

13 I'm sorry. Did you respond?

14 A. No. I'm just looking at them all
15 because I think that response would require me
16 to reread them all and think back.

17 Q. Take your time. Take your time.

18 A. Yeah. To my knowledge none of these
19 have been acted on. And in the same sense, but
20 they very well could be. But I have no
21 knowledge or examples.

22 Q. And you said that you conducted no

1 research as to whether in fact these had been
2 acted upon?

3 A. Right. I didn't.

4 Q. And that's the same with respect
5 to-- I'm scrolling up here -- these actions
6 requiring approval of UMMS?

7 A. Correct. No knowledge.

8 Q. And no research?

9 A. I did not research it.

10 MR. HERMANN: Okay. I'm going to
11 take this off the screen.

12 And this might be a good time for a
13 break, if that works for everybody?

14 MR. WERNER: That would be great.

15 MR. HERMANN: Okay. Why don't we
16 take --

17 Does ten minutes sound good to
18 everybody?

19 MR. WERNER: Works for me.

20 MR. HERMANN: Okay. See everyone in
21 ten.

22 THE WITNESS: Thanks.

1 answer.

2 I have no reason to think that St.
3 Joe's is not doing this locally in accordance
4 with its agreement.

5 Q. Did you, in preparation for this
6 deposition, do any research as to whether UMS
7 is involved in this audit?

8 A. No.

9 Q. Are you aware of any other audits or
10 surveys conducted by any other organization
11 with respect to the ERD's at St. Joseph?

12 A. No.

13 Q. Did you research whether St. Joseph
14 is audited by any other organizations with
15 respect to its compliance with the ERD's?

16 A. No.

17 Q. Take down this exhibit.

18 You testified that you reviewed the
19 asset purchase agreement as well as this
20 Catholic Identity agreement in preparing for
21 the topic about UMMS's acquisition of St.
22 Joseph. After reviewing these documents can

1 you recall reviewing any other documents with
2 respect to UMMS's purchase of St. Joseph?

3 A. So the documents I reviewed wasn't
4 with the purpose of understanding the purchase,
5 it was with the understanding of reading and
6 being prepared to talk about the operations.
7 So just to clarify.

8 Yeah, there's a series of other
9 documents. Again, without going through the
10 list, I mean, should I provide a list of --

11 I read several documents last night.

12 Q. Just asking if you can recall.

13 A. What?

14 Q. I'm just asking if you can recall.

15 A. Off the top of my head, I --

16 It was quite a few documents, and I
17 was just kind of reading them for content, not
18 really for detail or legal interpretation.

19 Q. And when you say you reviewed not
20 specifically for that topic but for St.
21 Joseph's operations, what did you mean by that?

22 A. Um, to understand how they might

1 touch on operational, how they operate. I'm a
2 healthcare operations guy.

3 Q. When you say they, who are you
4 referring to?

5 A. How the documents might discuss our
6 operating model.

7 Q. And did you review the documents
8 with an eye towards UMMS's acquisition of St.
9 Joseph to prepare yourself to testify as to
10 UMMS's acquisition of St. Joseph?

11 A. No. I just --
12 -- understand them.

13 Q. Did you review the documents with an
14 eye towards preparing to testify about UMMS's
15 control or supervisory authority over UMSJ or
16 St. Joseph?

17 A. No, I can't tell you --
18 I mean, there was such a diverse set
19 of documents I would just say that I generally
20 read them.

21 Q. And I'm just going to ask another
22 question. Did you review the documents with an

1 eye towards UMMS's involvement in or approval
2 of the operation of St. Joseph in a manner
3 consistent with its Catholic values and
4 principles?

5 A. No. I had an interest in that, but
6 I didn't intend --

7 Having worked at a Catholic
8 organization before, it was interesting to me
9 to read that.

10 Q. And did you prepare with an eye
11 towards testifying as to UMMS's participation
12 in any audit or Catholic Identity and Ethics
13 review?

14 A. No. Nor would I have expected us to
15 do that.

16 Q. Understood. And before you
17 testified that you, prior to being deposed
18 here, had no awareness of the entity that I
19 refer to as UMSJ. Is that right?

20 A. Yeah. Yes. I --

21 When used as those initials, just
22 because I'm not an initial person.

1 A. Well, I believe so, but let's go
2 down. Let's see what the questions are.

3 Q. And I'll ask one more question
4 before we dive into the documents. Are you
5 prepared to testify as to the relationship
6 between UMMS and the entity known as UMSJ
7 Health System, LLC?

8 A. My hesitancy is just I'm --
9 Let me say it in a nonlegal way.

10 Q. Please.

11 A. I'm prepared to talk about how UMMS
12 interfaces with University of Maryland St.
13 Joe's Medical Center. And if that includes the
14 LLC -- I just need a little legal clarification
15 on that -- then yes.

16 Q. But to your knowledge, UMMS
17 interfaces directly with St. Joseph?

18 A. UMMS and St. Joe's leadership team
19 definitely interface. Yes.

20 Q. And there's not an intermediary
21 between UMMS and St. Joseph with respect to
22 those interactions?

1 A. Correct.

2 Q. I'm going to share with you a

3 document Bates stamped 12 --

4 -- UMMS 1211. Let me know if you

5 can see that.

6 A. It's tough, but I think I'll be able

7 to make it out.

8 Q. Why don't I zoom in on the title.

9 Can you see that?

10 A. It's --

11 There's no way to make your computer

12 box bigger, right? The box that it's in.

13 Maybe I can do that.

14 Q. It's tough because I can't --

15 A. Whatever you just did --

16 Q. Can you see this better?

17 A. Yes. And you can make it a little

18 smaller now.

19 Q. Sure.

20 A. There you go.

21 Q. You know what? What if I do this.

22 How's that?

1 between all the LLC's and their relationship.

2 Q. And when you say University of
3 Maryland, you're referring to UMMS?

4 A. Yes.

5 Q. The Medical System.
6 So effectively, it's your
7 understanding from an operational standpoint
8 that UMMS controls St. Joseph?

9 A. They're wholly owned. It's a wholly
10 owned subsidiary. That was my takeaway.

11 Q. Is that St. Joseph is a wholly owned
12 subsidiary of UMMS?

13 A. Yes.

14 Q. But you have no knowledge whether
15 UMMS in fact exercises it's powers, as we
16 discussed in the asset purchase agreement, with
17 respect to St. Joseph's governance?

18 MR. WERNER: Object to the form.

19 THE WITNESS: Yeah. The question,
20 the way you asked the question, can you give me
21 a specific example? Are you looking for how we
22 might?

1 BY MR. HERMANN:

2 Q. Well, we spoke for some time about
3 UMMS's express powers, UMMS's reserved powers,
4 UMMS's appointment powers to appoint members to
5 St. Joseph's Board. You have no specific
6 knowledge as to whether UMMS in practice
7 exercises those powers, do you?

8 MR. WERNER: Object to the form.

9 THE WITNESS: Under oath I can't
10 factually give you an example of when I've seen
11 them exercise it. My understanding of these
12 agreements are they're there for a reason, and
13 so I would assume that that happens.

14 BY MR. HERMANN:

15 Q. I'm going to take this agreement
16 down. And why don't we --

17 Why don't we just step back from the
18 agreements for a second.

19 From an operational standpoint --
20 and you've testified that, a few times, that
21 that's the basis of your understanding -- how
22 does UMS exercise control over St. Joseph?